

NW

April 12, 1982

Mrs. Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 7248-1425

APR 15 1982-9 25 AM

Dear Mrs. Mergenovich:

INTERSTATE COMMERCE COMMISSION

In accordance with 49 U.S.C. Sec. 11303 and the Commission's Rules, I submit herewith for recording with the Commission three counterparts, properly executed and acknowledged, of the document described below.

This document is a Supplemental Agreement to an equipment trust agreement a secondary document, dated as of April 15, 1982. The primary document which this is connected is recorded under Recordation No. 7248.

The names and addresses of the parties to the secondary document are as follows:

TRUSTEE-LESSOR: First Pennsylvania Bank N. A.
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

LESSEE: Norfolk and Western Railway Company
8 North Jefferson Street
Roanoke, Virginia 24042

The equipment covered by the document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Identifying Marks and Road Numbers (both inclusive)</u>
1	General Electric Company diesel electric locomotive Class C 36-7	C-C	NW 8509

A fee of \$10.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation data to J. T. Valleroy, Assistant Treasurer, Norfolk and Western Railway Company, 8 North Jefferson Street, Roanoke, Virginia 24042.

A short summary of the document to appear in the index follows:

Supplemental Agreement to Equipment Trust Agreement with Recordation No. 7248, dated April 15, 1982, and covering one diesel electric locomotive, number NW 8509.

Very truly yours,

J. T. Valleroy

Enclosures

Norfolk and Western Railway Company
Roanoke, Virginia 24042

James T. Valleroy
Assistant Treasurer

ORIGINAL COUNTERPART
NO. 3

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST

SERIES W

RECORDATION NO. *7248* Filed 1425

APR 15 1982-9 25 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT

Dated as of April 15, 1982

Supplementing

EQUIPMENT TRUST AGREEMENT

Dated as of December 1, 1973

Between

NORFOLK AND WESTERN RAILWAY COMPANY

And

FIRST PENNSYLVANIA BANK N.A., as Trustee

SUPPLEMENTAL AGREEMENT

AGREEMENT, dated as of April 15, 1982, between NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation (the "Company"), and FIRST PENNSYLVANIA BANK N.A. (formerly The First Pennsylvania Banking and Trust Company), a corporation existing under the laws of the United States (the "Trustee").

R E C I T A L S

"Norfolk and Western Railway Equipment Trust, Series W," was created by an Equipment Trust Agreement dated as of December 1, 1973 (the "Trust Agreement"), between the Trustee and the Company, which provided that the railroad equipment described in the Trust Agreement (the "Trust Equipment") was to be acquired by the Trustee and leased to the Company.

Section 4.09 of of the Trust Agreement provides that any Replacement Funds, as defined therein, may be applied to the purchase of additional units of Equipment, as defined therein, in an amount not exceeding the then fair value of such Equipment. The Company has deposited Replacement Funds with the Trustee and desires to apply such funds to the purchase of additional Equipment and subject such Equipment to the Trust Agreement.

* * * * *

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, the Company and the Trustee hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby amended to include therein the following additional units of Trust Equipment:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Cost</u>	
		<u>Unit</u>	<u>Total</u>
1	3,600 h.p. six-axle Diesel Electric Locomotive, numbered NW 8509; General Electric Company, builder.	\$1,094,051	\$1,094,051

2. The Company shall cause this Supplemental Agreement to be recorded promptly with the Interstate Commerce Commission in the same manner as the Trust Agreement was recorded.

3. This Supplemental Agreement, which is dated for convenience as of April 15, 1982, may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute a single instrument.

4. The Trust Equipment hereinbefore described shall be subject to all of the terms and conditions set forth in the Trust Agreement as fully as if said terms and conditions were set forth in this Supplemental Agreement, and the Trust Agreement shall be deemed to be supplemented so as to include the Trust Equipment hereinbefore described from and after the date hereof. Except

as modified by this Supplemental Agreement, all terms, covenants and provisions of the Trust Agreement shall continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be signed and acknowledged by their proper officers and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

NORFOLK AND WESTERN RAILWAY COMPANY

Attest:

D. E. Middleton
Secretary

By

[Signature]
Executive Vice President

FIRST PENNSYLVANIA BANK N.A.,
as Trustee

Attest:

[Signature]
AST, Secretary

By

[Signature]
Vice President

COMMONWEALTH OF VIRGINIA)
) ss:
 CITY OF ROANOKE)

On this 14th day of April, 1982, before me personally appeared J. R. Turbyfill, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of Norfolk and Western Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

Jeanie B. Davis
 Notary Public

My Commission Expires April 8, 1983

COMMONWEALTH OF PENNSYLVANIA)
) ss:
 COUNTY OF PHILADELPHIA)

On this 6th day of April, 1982, before me personally appeared P.B. Shaffer, to me personally known, who, being by me duly sworn, says that he is a Vice President of First Pennsylvania Bank N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

Lynn M. Attarian
 Notary Public

LYNN M. ATTARIAN
 Notary Public, Phila., Phila. Co.
 My Commission Expires May 3, 1982